

B1040 (FORM 1040) (12/15)

ADVERSARY PROCEEDING COVER SHEET (Instructions on Reverse)		ADVERSARY PROCEEDING NUMBER (Court Use Only)
<b>PLAINTIFFS</b> Shamrock Finance LLC		<b>DEFENDANTS</b> John Ellis et al
<b>ATTORNEYS</b> (Firm Name, Address, and Telephone No.) Gray Legal Group 14 Page Terrace Stoughton, MA 02072 617 471 6929		<b>ATTORNEYS</b> (If Known)
<b>PARTY</b> (Check One Box Only) <input checked="" type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Creditor <input type="checkbox"/> Other <input type="checkbox"/> Trustee		<b>PARTY</b> (Check One Box Only) <input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Creditor <input type="checkbox"/> Other <input checked="" type="checkbox"/> Trustee
<b>CAUSE OF ACTION</b> (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED) Complaint to avoid unperfected security interests pursuant to 11 U.S.C. section 544(a) and 11 U.S.C. section 551.		
NATURE OF SUIT		
(Number up to five (5) boxes starting with lead cause of action as 1, first alternative cause as 2, second alternative cause as 3, etc.)		
<p><b>FRBP 7001(1) – Recovery of Money/Property</b></p> <p><input type="checkbox"/> 11-Recovery of money/property - §542 turnover of property <input type="checkbox"/> 12-Recovery of money/property - §547 preference <input type="checkbox"/> 13-Recovery of money/property - §548 fraudulent transfer <input type="checkbox"/> 14-Recovery of money/property - other</p> <p><b>FRBP 7001(2) – Validity, Priority or Extent of Lien</b></p> <p><input checked="" type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property</p> <p><b>FRBP 7001(3) – Approval of Sale of Property</b></p> <p><input type="checkbox"/> 31-Approval of sale of property of estate and of a co-owner - §363(h)</p> <p><b>FRBP 7001(4) – Objection/Revocation of Discharge</b></p> <p><input type="checkbox"/> 41-Objection / revocation of discharge - §727(c),(d),(e)</p> <p><b>FRBP 7001(5) – Revocation of Confirmation</b></p> <p><input type="checkbox"/> 51-Revocation of confirmation</p> <p><b>FRBP 7001(6) – Dischargeability</b></p> <p><input type="checkbox"/> 66-Dischargeability - §523(a)(1),(14),(14A) priority tax claims <input type="checkbox"/> 62-Dischargeability - §523(a)(2), false pretenses, false representation, actual fraud <input type="checkbox"/> 67-Dischargeability - §523(a)(4), fraud as fiduciary, embezzlement, larceny</p> <p>(continued next column)</p>		
<p><b>FRBP 7001(6) – Dischargeability (continued)</b></p> <p><input type="checkbox"/> 61-Dischargeability - §523(a)(5), domestic support <input type="checkbox"/> 68-Dischargeability - §523(a)(6), willful and malicious injury <input type="checkbox"/> 63-Dischargeability - §523(a)(8), student loan <input type="checkbox"/> 64-Dischargeability - §523(a)(15), divorce or separation obligation (other than domestic support) <input type="checkbox"/> 65-Dischargeability - other</p> <p><b>FRBP 7001(7) – Injunctive Relief</b></p> <p><input type="checkbox"/> 71-Injunctive relief – imposition of stay <input type="checkbox"/> 72-Injunctive relief – other</p> <p><b>FRBP 7001(8) Subordination of Claim or Interest</b></p> <p><input type="checkbox"/> 81-Subordination of claim or interest</p> <p><b>FRBP 7001(9) Declaratory Judgment</b></p> <p><input type="checkbox"/> 91-Declaratory judgment</p> <p><b>FRBP 7001(10) Determination of Removed Action</b></p> <p><input type="checkbox"/> 01-Determination of removed claim or cause</p> <p><b>Other</b></p> <p><input type="checkbox"/> SS-SIPA Case – 15 U.S.C. §§78aaa et.seq. <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case)</p>		
<input checked="" type="checkbox"/> Check if this case involves a substantive issue of state law <input type="checkbox"/> Check if a jury trial is demanded in complaint		<input type="checkbox"/> Check if this is asserted to be a class action under FRCP 23 Demand \$ _____
Other Relief Sought		

B1040 (FORM 1040) (12/15)

BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES		
NAME OF DEBTOR Shamrock Fiance LLC	BANKRUPTCY CASE NO. 21-10315	
DISTRICT IN WHICH CASE IS PENDING Massachusetts Eastern Division	DIVISION OFFICE Boston	NAME OF JUDGE Bailey
RELATED ADVERSARY PROCEEDING (IF ANY)		
PLAINTIFF	DEFENDANT	ADVERSARY PROCEEDING NO.
DISTRICT IN WHICH ADVERSARY IS PENDING		DIVISION OFFICE
SIGNATURE OF ATTORNEY (OR PLAINTIFF)		
DATE May 28, 2024	PRINT NAME OF ATTORNEY (OR PLAINTIFF) Wayne H. Graysey	

### INSTRUCTIONS

The filing of a bankruptcy case creates an "estate" under the jurisdiction of the bankruptcy court which consists of all of the property of the debtor, wherever that property is located. Because the bankruptcy estate is so extensive and the jurisdiction of the court so broad, there may be lawsuits over the property or property rights of the estate. There also may be lawsuits concerning the debtor's discharge. If such a lawsuit is filed in a bankruptcy court, it is called an adversary proceeding.

A party filing an adversary proceeding must also must complete and file Form 1040, the Adversary Proceeding Cover Sheet, unless the party files the adversary proceeding electronically through the court's Case Management/Electronic Case Filing system (CM/ECF). (CM/ECF captures the information on Form 1040 as part of the filing process.) When completed, the cover sheet summarizes basic information on the adversary proceeding. The clerk of court needs the information to process the adversary proceeding and prepare required statistical reports on court activity.

The cover sheet and the information contained on it do not replace or supplement the filing and service of pleadings or other papers as required by law, the Bankruptcy Rules, or the local rules of court. The cover sheet, which is largely self-explanatory, must be completed by the plaintiff's attorney (or by the plaintiff if the plaintiff is not represented by an attorney). A separate cover sheet must be submitted to the clerk for each complaint filed.

**Plaintiffs and Defendants.** Give the names of the plaintiffs and defendants exactly as they appear on the complaint.

**Attorneys.** Give the names and addresses of the attorneys, if known.

**Party.** Check the most appropriate box in the first column for the plaintiffs and the second column for the defendants.

**Demand.** Enter the dollar amount being demanded in the complaint.

**Signature.** This cover sheet must be signed by the attorney of record in the box on the second page of the form. If the plaintiff is represented by a law firm, a member of the firm must sign. If the plaintiff is pro se, that is, not represented by an attorney, the plaintiff must sign.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

In re: )  
SHAMROCK FINANCE LLC, ) Chapter 11  
Debtor ) Case No. 21-10315-FJB  
SHAMROCK FINANCE LLC, )  
Plaintiff, )  
v. ) Adv. Proc. No. 21- \_\_\_\_\_ -FJB  
JOHN ELLIS )  
MARK JOYCE )  
ELIZABETH JOYCE )  
LEONARD KIELEY )  
LAWRENCE KAPLAN )  
RUPERT ANNIS )  
WALSH CONSTRUCTION )  
WILLIAM DOWNEY )  
STEVE BARTOSIK )  
DEREK DUGUAY )  
WILLIAM O'CONNOR )  
MARK HARRINGTON )  
BURKE FAMILY TRUST )  
FRANCIS DEVANEY )  
MARYLENE DEVANEY )  
IRMA LAMPERT )  
RUTH HARRIS )  
JAMES LYNCH )  
COLETTE WILLIS )  
KATHY PIERCE )  
JAMES TEDFORD )  
TODD PIERCE )  
CHRISTINE ROMAN )  
CHARLES MAIHOS )  
SHEILA BURKE )  
K. DIAMOND BUILDERS )  
RONALD PASCUCCI )  
BENOIT BRODEUR )  
STEPHEN PIERCE )  
BOYD JACKSON )  
LEE MCNELLY )  
RONALD GIOVANNACCI )

JOHN REYNOLDS )  
LAURIE CAMERON )  
MAUREEN BRODEUR )  
CHRISTINE KARAFFA )  
FRANK FOTI )  
PHILIP KNOWLES )  
FRANCIS GREEN )  
JOHN DILLER )  
LEIA KAPLAN )  
THERESA FOLLETT )  
HOWARD KLEIN )  
GARY DUGUAY )  
DOUG LAUSTSEN )  
ROY HAYWARD )  
PAUL TAYLOR )  
JAMES COFFIN )  
DEBORAH PIERCE )  
EDWARD JONES )  
GREG BARTOSIK )  
DIANNE YURKAVICH )  
LEE STURTEVANT )  
VALERIE HARRIS )  
DIANNE DEDAM )  
KEITH HARRIS )  
GREOGORY WATKINS )  
THOMAS BETTENCOURT )  
TERRI HAWTHORNE )  
JOHN MORIN )  
CASEY MESINA )  
ROBERT SKEFFINGTON )  
ANN GILL )  
LIAM GILL )  
GAIL ANNIS )  
DIANA LOMBARD )  
GREGORY COLE )  
WILLIAM SAVOIE )  
CHARLES WHITTEN )  
DAVID SUTHERLAND )  
KIM SUTHERLAND )  
RINA SUTHERLAND )  
STEVEN HARRIS )  
ROBERT DAMIAN )  
SUSAN LINDH )  
Defendants )

**COMPLAINT TO AVOID UNPERFECTED SECURITY INTERESTS PURSUANT TO  
11 U.S.C. §544(a) AND TO PRESERVE AVOIDED LIEN FOR THE BENEFIT OF THE  
ESTATE PURSUANT TO 11 U.S.C. §551**

**INTRODUCTION**

1. It is settled case law in the Commonwealth of Massachusetts pursuant to G.L. c.106, §9-317(b), that a secured creditor must perfect its security interest, generally either by taking possession of the collateral or by filing a financing statement in the Commonwealth of Massachusetts's Secretary of State's Office identifying the collateral..
2. Assuming that all of the Defendants in this Complaint hold non-possessory security interests, none of which have been perfected due to their respective failures to file the required financing statements.
3. This adversary proceeding is filed pursuant to Federal Rules of Bankruptcy Procedure 7001(2) et seq; and 11 U.S.C. Sections 544 and 551 to avoid the defendants' unperfected security interests and to preserve the unperfected security interest for the benefit of the estate, to ensure all of the defendants are deemed to hold, at most, general unsecured claims and are afforded equality of treatment with other, similarly situated, holders of general unsecured claims.

**PARTIES**

4. The Debtor, Shamrock Finance LLC (“**Shamrock**” or the “**Debtor**”) is a Massachusetts limited liability company with a principal place of business in the Commonwealth of Massachusetts.
5. The Debtor, Shamrock Finance LLC (“**Shamrock**” or the “**Debtor**”) is a Massachusetts limited liability company with a principal place of business in the Commonwealth of Massachusetts.
6. The Defendant, John Ellis, is a resident of the state of Massachusetts with a residential address of 178 Lowell Street, Peabody.
7. The Defendants, Mark Joyce, is a resident of the state of Massachusetts with a residential address of 500 Atlantic Ave 15L, Boston.
8. The Defendants, Elizabeth Joyce, is a resident of the state of Massachusetts with a residential address of 500 Atlantic Ave. 15L, Boston.
9. The Defendant, Leonard Kieley, is a resident of the state of California with a residential address of 24585 Clement Ave., Los Molinos.

10. The Defendant, Lawrence Kaplan, is a resident of the state of Massachusetts with a residential address of 22 Sequoia Drive, Methuen.
11. The Defendant, Rupert Annis, is a resident of the state of Massachusetts with a residential address of 545 Newburyport Tpke #28, Rowley.
12. The Defendant, Walsh Construction, is a business located in the state of Massachusetts with an address of 545 Newburyport Tpke #28, Rowley.
13. The Defendant, William Downey, is a resident of the state of Massachusetts with a residential address of 33 Intrepid Circle Apt. 107, Marblehead.
14. The Defendant, Steve Bartosik, is a resident of the state of Florida with a residential address of 424 Two Lakes Lane, Eustis.
15. The Defendant, Derek Duguay, is a resident of the state of Massachusetts with a residential address of 39 Belvidere Rd., Haverhill.
16. The Defendant, William O'Connor, is a resident of the state of Massachusetts with a residential address of 76 Washington St., Topsfield.
17. The Defendant, Mark Harrington, is a resident of the state of Massachusetts with a residential address of 66 Main Street, Byfield.
18. The Defendant, Burke Family Trust, is a resident of the state of Massachusetts with a residential address of 10 Sapphire Ave., Marblehead.
19. The Defendant, Francis Devaney, is a resident of the state of Massachusetts with a residential address of 6 Eagle Lane, Georgetown.
20. The Defendant, Marylene Devaney, is a resident of the state of Massachusetts with a residential address of 6 Eagle Lane, Georgetown.
21. The Defendant, Irma Lampert, is a resident of the state of Massachusetts with a residential address of 102 Brooksby Village Drive #403, Peabody.
22. The Defendant, Ruth Harris, is a resident of the state of Massachusetts with a residential address of 76 High Street, Amesbury.
23. The Defendant, James Lynch, is a resident of the state of Maryland with a residential address of 210 Belmont Forest Court, Timonium.
24. The Defendant, Colette Willis, is a resident of the state of Massachusetts with a residential address of PO Box 217, Ipswich.

25. The Defendant, Kathy Pierce, is a resident of the state of Massachusetts with a residential address of 7 Ridgeview Road, Topsfield.
26. The Defendant, James Tedford, is a resident of the state of Massachusetts with a residential address of 7 Jeffreys Neck Rd., Ipswich.
27. The Defendant, Todd Pierce, is a resident of the state of New York with a residential address of 7b McGowan Circle, Lake George.
28. The Defendant, Christine Roman, is a resident of the state of Massachusetts with a residential address of 20 Great Hill Drive, Topsfield.
29. The Defendant, Charles Maihos, is a resident of the state of Massachusetts with a residential address of 20 Garfield Ave., S. Hamilton.
30. The Defendant, Sheila Burke, is a resident of the state of Massachusetts with a residential address of 33 Intrepid Circle #107, Marblehead.
31. The Defendant, K. Diamond Builders, is primarily located in the state of Massachusetts with a business address of PO Box 172, Topsfield.
32. The Defendant, Ronald Pascucci, is a resident of the state of Massachusetts with a residential address of 25 Commonwealth Ave., Salisbury.
33. The Defendant, Benoit Brodeur, is a resident of the state of Massachusetts with a residential address of 2 John Rd., Peabody.
34. The Defendant, Stephen Pierce, is a resident of the state of Maine with a residential address of 5018 Woody Creek Lane Vw#9, Carrabassett Valley.
35. The Defendant, Boyd Jackson, is a resident of the state of Massachusetts with a residential address of 27 Great Hill Drive, Topsfield.
36. The Defendant, Lee McNelly, is a resident of the state of Massachusetts with a residential address of 5 Ipswich Woods Dr., Ipswich.
37. The Defendant, Ronald Giovannacci, is a resident of the state of Massachusetts with a residential address of 32 Parsonage Lane, Topsfield.
38. The Defendant, John Reynolds, is a resident of the state of Maine with a residential address of 19 Village West, Carrabassett.
39. The Defendant, Laurie Cameron, is a resident of the state of Massachusetts with a residential address of 64 Town Farm Rd., Ipswich.

40. The Defendant, Maureen Brodeur, is a resident of the state of Massachusetts with a residential address of 2 John Rd. Peabody.
41. The Defendant, Christine Karaffa, is a resident of the state of Massachusetts with a residential address of 225a Fallon Rd Apt. 218, Stoneham.
42. The Defendant, Frank Foti, is a resident of the state of Vermont with a residential address of 201 Slayton Farm Road, Stowe.
43. The Defendant, Philip Knowles, is a resident of the state of Massachusetts with a residential address of 21 English Common, Topsfield.
44. The Defendant, Francis Green, is a resident of the state of Massachusetts with a residential address of P.O. Box 488, West Newbury.
45. The Defendant, John Diller, is a resident of the state of Maine with a residential address of P.O. Box 126, Madison.
46. The Defendant, Leia Kaplan, is a resident of the state of Massachusetts with a residential address of 240 Jackson Street #307. Lowell.
47. The Defendant, Theresa Follett, is a resident of the state of New Hampshire with a residential address of 2414 Founders Way, Saugus.
48. The Defendant, Howard Klein, is a resident of the state of New Hampshire with a residential address of 5 Bonnie Drive, Exeter.
49. The Defendant, Gary Duguay, is a resident of the state of New Hampshire with a residential address of 21 Gates Rd., Middleton.
50. The Defendant, Doug Laustsen, is a resident of the state of New Hampshire with a residential address of P.O. Box 513, Hampton.
51. The Defendant, Roy Hayward, is a resident of the state of Massachusetts with a residential address of 116 Caldwell Farms, N. Andover.
52. The Defendant, Paul Taylor, is a resident of the state of Massachusetts with a residential address of 7 Captains Walk Lane, Marblehead.
53. The Defendant, James Coffin, is a resident of the state of Massachusetts with a residential address of 50 Central Street, Newbury.
54. The Defendant, Deborah Pierce, is a resident of the state of Maine with a residential address of 5018 Woody Creek Lane Vw#9, Carrabassett Valley.

55. The Defendant, Edward Jones, is a resident of the state of New Hampshire with a residential address of 25 Perkins Ave #58, Seabrook.
56. The Defendant, Greg Bartosik, is a resident of the state of Massachusetts with a residential address of 35 Collins St. #72, Danvers.
57. The Defendant, Dianne Yurkavich, is a resident of the state of Massachusetts with a residential address of 2 Lavalley Lane, Newburyport.
58. The Defendant, Lee Sturtevant, is a resident of the state of Massachusetts with a residential address of PO Box 1522, Manchester.
59. The Defendant, Valerie Harris, is a resident of the state of New Hampshire with a residential address of Almena Way, Seabrook.
60. The Defendant, Dianne Dedam, is a resident of the state of New Hampshire with a residential address of 5 Bonnie Drive, Exeter.
61. The Defendant, Keith Harris, is a resident of the state of New Hampshire with a residential address of 15 Almena Way, Seabrook.
62. The Defendant, Greogory Watkins, is a resident of the state of Massachusetts with a residential address of 12 Hillside Ave., Amesbury.
63. The Defendant, Thomas Bettencourt, is a resident of the state of Massachusetts with a residential address of 101 Lake Street, Peabody.
64. The Defendant, Terri Hawthorne, is a resident of the state of Rhode Island with a residential address of 97 Baldwin Rd., Warwick.
65. The Defendant, John Morin, is a resident of the state of Massachusetts with a residential address of 21 Gates Rd., Middleton.
66. The Defendant, Casey Mesina, is a resident of the state of Massachusetts with a residential address of 2 Stuart Street, Amesbury.
67. The Defendant, Robert Skeffington, is a resident of the state of Massachusetts with a residential address of 82 North Street, Topsfield.
68. The Defendant, Ann Gill, is a resident of the state of Massachusetts with a residential address of 8 Groveland Commons Way #8, Groveland.
69. The Defendant, Liam Gill, is a resident of the state of Massachusetts with a residential address of Groveland Commons Way #8, Groveland.

70. The Defendant, Gail Annis, is a resident of the state of Massachusetts with a residential address of 545 Newburyport Tpke #28, Rowley.
71. The Defendant, Diana Lombard, is a resident of the state of Massachusetts with a residential address of 29 Lakeview Ave., Danvers.
72. The Defendant, Gregory Cole, is a resident of the state of Massachusetts with a residential address of 14 Greenbrook Rd., South Hamilton.
73. The Defendant, William Savoie, is a resident of the state of Florida with a residential address of 12471 Oakbend Drive, Fort Meyers.
74. The Defendant, Charles Whitten, is a resident of the state of Massachusetts with a residential address of 21 Gates Rd., Middleton.
75. The Defendant, David Sutherland, is a resident of the state of Massachusetts with a residential address of 4 Brown Field Lane, Georgetown.
76. The Defendant, Kim Sutherland, is a resident of the state of Massachusetts with a residential address of 4 Brown Field Lane, Georgetown.
77. The Defendant, Rina Sutherland, is a resident of the state of Massachusetts with a residential address of 4 Brown Field Lane, Georgetown.
78. The Defendant, Steven Harris, is a resident of the state of Massachusetts with a residential address of 5 Essex Street, Amesbury.
79. The Defendant, Robert Damian, is a resident of the state of Florida with a residential address of 401NW 37th Place, Cape Coral.
80. The Defendant, Susan Lindh, is a resident of the state of Massachusetts with a residential address of 2 Staunton Rd., Groveland.

#### JURISDICTION AND VENUE

81. This adversary proceeding arises in Shamrock's bankruptcy case and arises under Title 11 of the United States Code, and accordingly this Court has original jurisdiction of this adversary proceeding pursuant to 28 U.S.C. § 1334 (b) and Local Rule 201 of the United States District Court for the District of Massachusetts.
82. Venue in this Court is proper pursuant to 28 U.S.C. § 1409.
83. This Court has personal jurisdiction over all of the Defendants, as they are each a citizen and domiciliary of one of the United States of America, and accordingly each is susceptible to service of process pursuant to Fed.R.Bankr.P. 7004(d), and each Defendant

has the requisite minimum contacts with the United States of America to provide this Court with personal jurisdiction over each of them to hear and determine this adversary proceeding against each of them.

84. Pursuant to Fed.R.Bankr.P. 7008, reference is hereby made to the above-referenced bankruptcy case numbered and styled Case No. 21-10315-FJB, In re Shamrock Finance LLC, in the United States Bankruptcy Court for the District of Massachusetts, Eastern Division.
85. Pursuant to Fed.R.Bankr.P. 7008, Shamrock states that it does consent to the entry of final orders or judgment by this bankruptcy court.

#### COMMON FACTS TO ALL DEFENDANTS

86. Shamrock filed its voluntary petition under chapter 11 of the United States Bankruptcy Code in this Court on March 12, 2021 (the “**Petition Date**”).
87. Shamrock remains in possession of its assets and is acting as a debtor in possession pursuant to and with the rights, powers and responsibilities set forth in, 11 U.S.C. §1107, including, without limitation, the rights and powers of a trustee serving in a case under chapter 11 of the United States Bankruptcy Code pursuant to 11 U.S.C. §1107(a).
88. On several dates the above-named Defendants loan monies to the Debtor, evidenced by a promissory note, in the amounts and otherwise as set forth in attached **Exhibit A**, which is incorporated here by reference.
89. To secure the payment of the Defendants’ loans, Shamrock granted many of the Defendants security interests in some or all of Shamrock’s property. For purposes of this complaint only, Shamrock avers that all of the Defendants were granted and hold security interests in some or all of Shamrock’s property.
90. Each grant of a security interest by Shamrock to each of the Defendants constitutes a transfer of property of Shamrock.
91. None of the Defendants perfected their security interests by taking possession of any alleged collateral.
92. Based on a review of the Debtor’s UCC filing with the Massachusetts’ Secretary of State’s Office, none of the Defendants filed a financing statement to perfect his, her or its security interests in and to their alleged collateral.
93. None of the Defendants holds a purchase money security interest as defined by M.G.L. c. 106 §9-317(B) and do not have a priority lien.

94. Accordingly, none of the Defendants hold perfected security interests in or to any of Shamrock's property or in or to any property of Shamrock's bankruptcy estate.
95. Pursuant to 11 U.S.C. §544(a)(1), Shamrock, as debtor in possession, has, as of the Petition Date, and without regard to any knowledge of Shamrock or any creditor, the rights and powers of, and may avoid any transfer of property of Shamrock that is voidable by a creditor that extends credit to Shamrock at the Petition Date, and that obtains, at such time and with respect to such credit, a judicial lien on all property on which a creditor on a simple contract could have obtained such a judicial lien, whether or not such a creditor exists (the "**Section 544(a)(1) Powers**").
96. Under Massachusetts law, a lien creditor has superior rights to those of a holder of an unperfected security interest. M.G.L. c. 9-317(B).

**COUNT I**

**AVOIDANCE OF UNPERFECTED SECURITY INTERESTS PURSUANT TO THE  
SECTION 544(a)(1) POWERS**  
*(All Defendants)*

97. The Plaintiff repeats and re-alleges the above paragraphs 1 – 96 as if reaverred here at length and further states:
98. Due to Defendants' failure to perfect their respective security interests, the Defendants' security interest are unenforceable and avoidable pursuant to the Section 544(a)(1) Powers.
99. Pursuant to Shamrock's 544(a)(1) Powers under 11 U.S.C. § 544(a)(1) and Fed. R. Bankr. P. 7001(2), all alleged security interests of all Defendants should be avoided pursuant to 11 U.S.C. §544(a)(1) and Shamrock's 544(a)(1) Powers.

**COUNT II**

**PRESERVATION OF AVOIDED TRANSFERS FOR BENEFIT OF ESTATE UNDER 11  
U.S.C. §551**  
*(All Defendants)*

100. Shamrock realleges and incorporates by reference the matters averred in paragraphs 1- 99 above as if set forth here at length.
101. Pursuant to 11 U.S.C. § 551, all transfers avoided by Shamrock pursuant to its 544(a)(1) Powers are preserved for the benefit of the estate with respect to property of the estate.
102. Shamrock is entitled to an order determining that all transfers of all Defendants' security interest pursuant to Shamrock's 544(a)(1) Powers are preserved for the benefit of its bankruptcy estate with respect to property of its bankruptcy estate.

**COUNT III**  
**DECLARATORY JUDGMENT**  
***(All Defendants)***

103. The Plaintiff repeats and re-alleges the above paragraphs 1 – 102 as if averred here at length and further states:
104. An actual controversy exists between and among Shamrock and the Defendants concerning the extent, priority and validity of the Defendants' alleged security interests in Shamrock's property.
105. Shamrock is entitled to a declaratory judgment determining that any and all of Defendants' alleged security interests are null, void and of no further effect, and that Defendants hold, at most, general unsecured claims in this bankruptcy case subject to allowance and disallowance pursuant to 11 U.S.C. §502 in the ordinary course.

Wherefore, the Plaintiff requests that this Court enter judgment in its favor and against all of the Defendants:

1. Avoiding any and all security interests in any of Shamrock's property asserted by or alleged to be held by any and all of the Defendants pursuant to 11 U.S.C. §544(a)(1);
2. Preserving any and all security interests avoided by this Court for the benefit of Shamrock's bankruptcy estate pursuant to 11 U.S.C. § 551 with respect to property of Shamrock's bankruptcy estate;
3. Declaring that any and all of Defendants' alleged security interests are null, void and of no further effect, and that Defendants hold, at most, general unsecured claims in this bankruptcy case subject to allowance and disallowance pursuant to 11 U.S.C. §502 in the ordinary course; and
4. Granting Shamrock such other relief as this Court deems meet and just.

Plaintiff  
By its Attorney,

/s/ Wayne M. Gray  
Wayne M. Gray, Esq.  
14 Page Terrace  
Stoughton, MA 02072  
(617) 471-6929  
BBO Number 208100  
wmglaw@gmail.com

## **EXHIBIT A**

Investor	Date of Original Investment	Street Address	City, St Zip
BURKE,SHEILA	11/14/12	33 intrepid Circle #107	Marblehead, MA 01945
JOYCE,MARK &			
ELIZABETH JTWROS	01/25/13	500 Atlantic Ave 15L	Boston, MA 02210
KIELEY,LEONARD	06/24/15	24585 Clement Ave	Los Molinos, CA 96055
KAPLAN,LAWRENCE	08/29/15	22 Sequoia Drive	Methuen, MA 01844
ANNIS,RUPERT	01/05/17	545 Newburyport Tpke #28	Rowley, MA 01969
WALSH CONSTRUCTION	02/01/17	545 Newburyport Tpke #28	Rowley, MA 01969
DOWNEY,WMILLIAM	08/30/17	33 Intrepid Circle Apt. 107	Marblehead, MA 01945
BARTOSIK, STEVE	10/18/18	424 Two Lakes Lane	Eustis, FL 32726
DUGUAY,DEREK	02/06/19	39 Belvidere Rd.	Haverhill, MA 01830
O'CONNOR,WMILLIAM	11/26/19	76 Washington st	Topsfield, MA 01983
HARRINGTON, MARK	12/27/19	66 Main Street	Byfield, MA 01922
BURKE FAMILY TRUST	02/28/20	10 Sapphire Ave.	Marblehead, MA 01945
DEVANEY,FRANCIS		6 Eagle Lane	Georgetown, MA 01833
DEVANEY,MARYLENE		6 Eagle Lane	Georgetown, MA 01833
LAMPERT,IRMA	05/31/11	102 Brooksby Village Drive #403	Peabody, MA 01960
HARRIS,RUTH	02/28/12	76 high street	Amesbury, MA 01913
LYNCH,JAMES	02/29/12	210 Belmont Forest Court	Timonium, MD 21093
WILLIS,COLETTE-C1	06/15/12	PO Box 217	Ipswich, MA 01938
PIERCE,KATHY	10/26/12	7 Ridgeview Road	Topsfield, MA 01983
TEDFORD,JAMES	10/30/12	7 Jeffreys Neck Rd	Ipswich, Ma 01938
PIERCE,TODD	11/26/12	7B McGowan Circle	Lake George, NY 12845
ROMAN,CHRISTINE	11/27/12	20 Great Hill Drive	Topsfield, MA 01983
MAIHOS,CHARLES	12/04/12	20 Garfield Ave.	S. Hamilton, MA 01982
ELLIS,JOHN-1	12/06/12	178 Lowell Street	Peabody, MA 01960
K.DIAMOND BUILDERS	12/19/12	PO Box 172	Topsfield, MA 01983
ELLIS,JOHN-2	01/19/13	178 Lowell Street	Peabody, MA 01960
PASCUCCI,RONALD	01/25/13	25 Commonwealth ave	Salisbury, MA 01952
BRODEUR,BENOIT	02/21/13	2 John Rd.	Peabody, MA 01960
PIERCE,STEPHEN	03/05/13	5018 Woody Creek Lane VW#9	Carrabassett Valley, ME 04947
JACKSON,BOYD	04/15/13	27 Great Hill Drive	Topsfield, MA 01983
ELLIS,JOHN-3	04/25/13	178 Lowell Street	Peabody, MA 01960
MCNELLY,LEE	09/23/13	5 Ipswich Woods Dr.	Ipswich, MA 01938
GIOVANNACCI,RONALD	10/01/13	32 Parsonage Lane	Topsfield, MA 01983
REYNOLDS,JOHN	11/04/13	19 Village West	Carrahassett, ME 04947
CAMERON,LAURIE	11/06/13	64 Town Farm Rd	Ipswich, MA 01938
BRODEUR,MAUREEN	12/16/13	2 John Rd.	Peabody, MA 01960
KARAFFA,CHRISTINE	04/02/14	225A Fallon Rd Apt. 218	Stoneham, MA 02180
FOTI,FRANK 1	04/15/14	201 Slayton Farm Road	Stowe, VT 05672
LINDH,SUSAN	04/17/14	2 STAUNTON RD	GROVELAND, MA 01834
FOTI,FRANK 2	05/15/14	201 Slayton Farm Road	Stowe, VT 05672
ELLIS,JOHN-4	10/31/14	178 Lowell Street	Peabody, MA 01960
ELLIS,JOHN-5	10/31/14	178 Lowell Street	Peabody, MA 01960
ELLIS,JOHN-6	05/29/15	178 Lowell Street	Peabody, MA 01960

ELLIS,JOHN-7	08/25/15	178 Lowell Street	Peabody, MA 01960
KNOWLES,PHILIP	10/13/15	21 English Common	Topsfield, MA 01983
ELLIS,JOHN-8	12/01/15	178 Lowell Street	Peabody, MA 01960
ELLIS,JOHN-9	12/01/15	178 Lowell Street	Peabody, MA 01960
GREEN,FRANCIS	01/01/16	P.O. Box 488	WEST NEWBURY, MA 01985
DILLER,JOHN	03/18/16	P.O. Box 126	Madison, ME 04950
KAPLAN,LEIA	04/26/16	240 Jackson Street #307	Lowell, MA
FOLLETT,TERESA	05/17/16	2414 Founders Way	Saugus, MA 01906
KLEIN,HOWARD	12/28/16	5 Bonnie Drive	Exeter, NH 03833
DUGUAY,GARY	01/24/17	21 Gates Rd	Middleton, MA 01949
LAUSTSEN,DOUG	06/12/17	PO BOX 513	HAMPTON NH 03843
ELLIS,JOHN-10	08/21/17	178 Lowell Street	Peabody, MA 01960
HAYWARD,ROY	08/30/17	116 Caldwell Farms	N. Andover, MA 01922
TAYLOR,PAUL	01/10/18	7 Captains Walk Lane	Marblehead, MA 01945
ELLIS,JOHN-11	04/26/18	178 Lowell Street	Peabody, MA 01960
COFFIN,JAMES	05/05/18	50 Central Street	Newbury, MA 01924
PIERCE,DEBORAH	05/30/18	5018 Woody Creek Lane VW#9	Carabassett Valley, ME 04947
JONES,EDWARD	06/28/18	25 Perkins Ave #58	Seabrook, NH 03874
ELLIS,JOHN-12	09/28/18	178 Lowell Street	Peabody, MA 01960
BARTOSIK,GREG	10/18/18	35 COLLINS ST. #72	DANVERS, MA 01923
YURKAVICH,DIANNE	01/07/19	2 LaValley Lane	Newburyport, MA 01950
STURTEVANT,LEE-C3	05/28/19	PO Box 1522	Manchester, MA 01944
ROBERT,DAMIANC2	02/12/12	401NW 37th Place	Cape Coral, FL 33993
HARRIS, VALERIE-C	02/21/13	15 Almena Way	Seabrook, NH 03874
DEDAM,DIANNE	02/28/13	5 Bonnie Drive	Exeter, NH 03833
HARRIS,KEITH	06/07/13	15 Almena Way	Seabrook, NH 03874
HARRIS,RUTH-C	10/23/14	76 high street	Amesbury, MA 01913
WATKINS,GREOGORY	10/23/14	12 Hillside Ave	Amesbury, MA 01913
BETTENCOURT,THOMAS	04/28/16	101 LAKE STREET	PEABODY MA 01960
HAWTHORNE,TERRI-C	05/23/16	97 Baldwin Rd	Warwick, RI 02886
MORIN,JOHN-C	06/22/16	19 Pleasant Street	Middleton, MA 01949
DUGUAY,GARY-C	07/10/17	21 Gates Rd	Middleton, MA 01949
MESINA,CASEY-C	10/30/17	2 Stuart Street	Amesbury, MA 01913
SKEFFINGTON,ROBERT-C	01/01/18	82 North Street	Topsfield, MA 01983
GILL,ANN	05/15/18	8 Groveland Commons Way #8	Groveland, MA 01834
GILL,LIAM	05/15/18	8 Groveland Commonsway #8	Groveland, MA 01834
ANNIS,GAIL	08/10/18	545 Newburyport Tpke #28	Rowley, MA 01969
LOMBARD,DIANA	11/15/18	29 Lakeview Ave.	Danvers, MA 01923
COLE,GREGORY	12/11/18	14 Greenbrook Rd	South Hamilton, MA 01982
SAVOIE,WILLIAM-C	01/21/19	12471 Oakbend Drive	Fort Meyers, FL 33905
WHITTEN,CHARLES-C2	01/28/19	263 Argilla Road	Ipswich, MA 01938
DUGUAY,GARY-C	02/06/19	21 Gates Rd	Middleton, MA 01949
DEVANEY,FRANCIS	04/03/19	6 Eagle Lane	Georgetown, MA 01833
STURTEVANT,LEE-C2	05/28/19	PO Box 1522	Manchester, MA 01944
SUTHERLAND,DAVID	07/22/19	4 Brown Field Lane	Georgetown, MA 01833
SUTHERLAND,KIM	07/22/19	4 Brown Field Lane	Georgetown, MA 01833
SUTHERLAND,RINA	07/22/19	4 Brown Field Lane	Georgetown, MA 01833
HARRIS,STEVEN-C	01/31/20	5 Essex Street	Amesbury, MA 01913